

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

SAMUEL MONTINI, Derivatively on Behalf of MODUSLINK GLOBAL SOLUTIONS, INC.,)	Case No. 1:12-cv-11296-DJC
))
Plaintiff,))
v.))
JOSEPH C. LAWLER, STEVEN G. CRANE, FRANCIS J. JULES, VIRGINIA G. BREEN, MICHAEL J. MARDY, EDWARD E. LUCENTE, JEFFREY J. FENTON, JOSEPH M. O'DONNELL, WILLIAM R. MCLENNAN, THOMAS H. JOHNSON, and ANTHONY J. BAY,))
))
Defendants,))
-and-))
MODUSLINK GLOBAL SOLUTIONS, INC., a Delaware corporation,))
))
Nominal Defendant.))
))
EDWARD TANSEY, Derivatively on Behalf of MODUSLINK GLOBAL SOLUTIONS, INC.,)	Case No. 1:12-cv-11399-DJC
))
Plaintiff,))
v.))
JOSEPH C. LAWLER, STEVEN G. CRANE, FRANCIS J. JULES, VIRGINIA G. BREEN, MICHAEL J. MARDY, EDWARD E. LUCENTE, JEFFREY J. FENTON, JOSEPH M. O'DONNELL, WILLIAM R. MCLENNAN, THOMAS H. JOHNSON, and ANTHONY J. BAY,))
))
Defendants,))
-and-))
MODUSLINK GLOBAL SOLUTIONS, INC., a Delaware corporation,))
))
Nominal Defendant.))
))

**JOINT MOTION AND STIPULATION TO CONSOLIDATE ACTIONS, APPOINT
CO-LEAD AND LIAISON COUNSEL, AND SET A BRIEFING SCHEDULE**

1. There are presently two related shareholder derivative actions against certain of the officers and directors of ModusLink Global Solutions, Inc. ("ModusLink" or the "Company") on file in this Court.

2. In an effort to ensure consistent rulings and decisions and the avoidance of unnecessary duplication of effort, counsel for all parties in the related ModusLink shareholder derivative actions currently on file in this Court hereby move, and enter into this stipulation, to consolidate the related actions, appoint Co-Lead and Liaison Counsel for plaintiffs, and set a briefing schedule, as set forth herein.

3. Counsel in the related ModusLink shareholder derivative actions are: (i) Robbins Umeda LLP ("Robbins Umeda") and Hutchings, Barsamian, Mandelcorn & Zeytoonian, LLP ("Hutchings Barsamian") on behalf of plaintiff Samuel Montini; (ii) The Warner Law Firm ("Warner Firm"), and Hutchings Barsamian on behalf of Edward Tansey; (iii) Wilmer Cutler Pickering Hale and Dorr LLP on behalf of nominal defendant ModusLink and individual defendants Steven G. Crane, Francis J. Jules, Virginia G. Breen, Michael J. Mardy, Edward E. Lucente, Jeffrey J. Fenton, Joseph M. O'Donnell, Thomas H. Johnson, and Anthony J. Bay; (iv) Vedder Price P.C. on behalf of individual defendant Joseph C. Lawler; and (v) Choate Hall & Stewart LLP on behalf of individual defendant William R. McLennan.

4. The parties agree that the following actions should be related and consolidated for all purposes, including pre-trial proceedings and trial:

Case Name	Case No.	Date Filed
<i>Montini v. Lawler, et al.</i>	1:12-cv-11296-DJC	July 13, 2012
<i>Tansey v. Lawler, et al.</i>	1:12-cv-11399-DJC	July 31, 2012

5. The parties agree that every pleading filed in these consolidated actions, or in any separate action included herein, shall bear the following caption:

UNITED STATES DISTRICT COURT

DISTRICT OF MASSACHUSETTS

<u>IN RE MODUSLINK GLOBAL SOLUTIONS, INC. SHAREHOLDER DERIVATIVE LITIGATION</u>) Lead Case No. 1:12-cv-11296-DJC
) (Consolidated with 1:12-cv-11399-DJC)
)
This Document Relates To:)
)
<u>ALL ACTIONS</u>)
)

6. In accordance with Local Rule 42(a)(3), the parties agree that the files of these consolidated actions shall be maintained as one file under Lead Case No. 1:12-cv-11296-DJC.

7. Plaintiffs shall either designate one of the individual complaints already on file in the consolidated actions as the operative complaint or file a Consolidated Complaint ("Consolidated Complaint") within thirty days after entry of an order by the Court regarding the parties' Joint Motion and Stipulation to Consolidate Actions, Appoint Co-Lead and Liaison Counsel, and Set a Briefing Schedule ("Order"), unless an extension of that period is otherwise agreed upon by the parties or ordered by this Court. If filed, the Consolidated Complaint shall be the operative complaint and shall supersede all complaints filed in any of the actions consolidated herein.

8. Defendants shall respond to the operative complaint or Consolidated Complaint within forty-five days after service, unless otherwise agreed upon by the parties or ordered by this Court. In the event that defendants file any motions directed at the operative complaint or Consolidated Complaint, the opposition and reply briefs shall be filed within thirty days and twenty days, respectively, of the motions, unless otherwise agreed upon by the parties.

9. The parties agree that it would be duplicative and wasteful of the Court's resources for defendants named in plaintiffs' shareholder derivative actions to respond to the individual complaints prior to the agreed-upon consolidation and in light of the parties' agreement, subject to the Court's approval, that the plaintiffs will file a Consolidated Complaint. Therefore, the parties agree that defendants need not respond to the individual complaints that have already been filed in this Court.

10. Co-Lead Counsel for plaintiffs for the conduct of these consolidated actions ("Plaintiffs' Co-Lead Counsel") shall be:

ROBBINS UMEDA LLP
BRIAN J. ROBBINS
FELIPE J. ARROYO
SHANE P. SANDERS
KEVIN S. KIM
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THE WARNER LAW FIRM
PAUL T. WARNER
11123 McCracken Circle, Suite A
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pwarner@warner-law.net

11. Plaintiffs' Co-Lead Counsel shall have sole authority to speak for plaintiffs in matters regarding pre-trial procedure, trial, and settlement and shall make all work assignments in such manner as to facilitate the orderly and efficient prosecution of this litigation and to avoid duplicative or unproductive effort.

12. Plaintiffs' Co-Lead Counsel shall be responsible for coordinating all activities and appearances on behalf of plaintiffs. No motion, request for discovery, or other pre-trial or trial

proceedings shall be initiated or filed by any plaintiff except through Plaintiffs' Co-Lead Counsel.

13. Liaison Counsel for plaintiffs for the conduct of these consolidated actions ("Plaintiffs' Liaison Counsel") shall be:

HUTCHINGS, BARSAMIAN, MANDELCORN & ZEYTOONIAN, LLP
THEODORE M. HESS-MAHAN
110 Cedar Street, Suite 250
Wellesley Hills, MA 02481
Telephone: (781) 431-2231
Facsimile: (781) 431-8726
thess-mahan@hutchingsbarsamian.com

14. Plaintiffs' Liaison Counsel shall be available and responsible for communications to and from this Court, including distributing orders and other directions from the Court to counsel. Plaintiffs' Liaison Counsel shall be responsible for creating and maintaining a master service list of all parties and their respective counsel.

15. The parties agree that defendants' counsel may rely upon all agreements made with plaintiffs' Co-Lead Counsel, or other duly authorized representative of plaintiffs' Co-Lead Counsel, and such agreements shall be binding on all plaintiffs.

16. Defendants' counsel, having secured the consent of all defendants, is authorized to and hereby does accept service of process on behalf of defendants, without waiving any defense other than with respect to service of process, effective as of the designation of the operative complaint or filing of the Consolidated Complaint.

17. Defendants take no position as to the appointment of Plaintiffs' Co-Lead Counsel or Plaintiffs' Liaison Counsel in these consolidated actions.

18. The parties agree that pursuant to Federal Rules of Civil Procedure 5(b)(2)(E) service by e-mail or facsimile transmission shall be permitted.

19. The parties agree that the Court's Order shall apply to each case arising out of the same or substantially the same transactions or events as these cases which is subsequently filed in, removed to or transferred to this Court.

20. The parties agree to assist the Court by calling to the attention of the clerk of the Court the filing or transfer of any case which might properly be consolidated as part of the *In re ModusLink Global, Inc. Shareholder Derivative Litigation*, Lead Case No. 1:12-cv-11296-DJC, and ensuring that counsel in subsequent actions receive notice of the Court's Order.

WHEREFORE, the parties respectfully request that the Court consolidate the related ModusLink shareholder derivative actions currently on file in this Court, appoint Plaintiff's Co-Lead and Liaison Counsel, and set the briefing schedule, as stipulated above.

Dated: August 17, 2012

Respectfully submitted,

HUTCHINGS, BARSAMIAN, MANDELCORN & ZEYTOONIAN, LLP

/s/ Theodore M. Hess-Mahan
THEODORE M. HESS-MAHAN (BBO No. 557109)

110 Cedar Street, Suite 250
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[Proposed] Liaison Counsel for Plaintiffs

ROBBINS UMEDA LLP
BRIAN J. ROBBINS
FELIPE J. ARROYO (*pro hac vice*)
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*[Proposed] Co-Lead Counsel for Plaintiffs and
Counsel for Plaintiff Samuel Montini*

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*[Proposed] Co-Lead Counsel for Plaintiffs and
Counsel for Plaintiff Edward Tansey*

Dated: August 17, 2012

WILMER CUTLER PICKERING HALE
AND DORR LLP

/s/ James W. Prendergast

JAMES W. PRENDERGAST (BBO # 553073)

JEFFREY B. RUDMAN (BBO #433380)
PETER A. SPAETH (BBO # 545202)
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Counsel for Nominal Defendant ModusLink Global
Solutions, Inc., and Individual Defendants Steven G.
Crane, Francis J. Jules, Virginia G. Breen, Michael J.
Mardy, Edward E. Lucente, Jeffrey J. Fenton, Joseph
M. O'Donnell, Thomas H. Johnson, and Anthony J.
Bay

Dated: August 17, 2012

VEDDER PRICE P.C.

/s/ Thomas P. Cimino, Jr.

THOMAS P. CIMINO, JR. (*pro hac vice*)

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Counsel for Individual Defendant Joseph C. Lawler

Dated: August 17, 2012

CHOATE HALL & STEWART LLP

/s/ Michael T. Gass

MICHAEL T. GASS (BBO # 546874)

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mgass@choate.com

Counsel for Individual Defendant William R. McLennan

* * *

ORDER

The above Joint Motion and Stipulation to Consolidate Actions, Appoint Co-Lead and Liaison Counsel, and Set a Briefing Schedule having been considered, and good cause appearing therefore,

IT IS SO ORDERED.

DATED

HONORABLE DENISE J. CASPER
U.S. DISTRICT COURT JUDGE

Certificate of Service

I hereby certify that this document(s) filed through the ECF system will be sent electronically to the registered participants as identified on the Notice of Electronic Filing (NEF) and paper copies will be sent to those indicated as non registered participants on August 17, 2012.

/s/Theodore M. Hess-Mahan
Theodore M. Hess-Mahan